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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN
ADMINISTRATIVE EXPENSES AND 503(b)(9) CLAIMS AND MOTION FOR
(I) AUTHORITY TO SETOFF AGAINST SUCH EXPENSES AND CLAIMS
AND (II) A WAIVER OF THE REQUIREMENT THAT THE FIRST HEARING
ON ANY RESPONSE PROCEED AS A STATUS CONFERENCE**

Circuit City Stores, Inc. ("Circuit City") and
its subsidiary debtors and debtors in possession in the
above-captioned cases (collectively with Circuit City, the

"Debtors"),¹ hereby object (the "Objection") to certain Administrative Expenses (as defined herein), and hereby move this Court, pursuant to sections 105, 503, and 558 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (as amended, the "Bankruptcy Code"), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Bankruptcy Rule 3007-1, for entry of an order, in substantially the form annexed as Exhibit A, authorizing the Circuit City to setoff the Receivables (as defined herein) against Administrative Expenses. In addition, the Debtors request that this Court waive the requirement that the initial hearing on any response proceed as a status conference and instead request that this Court hear argument on and resolve the legal issues presented by this Objection and any response hereto. In

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), PRAHS, INC. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and currently is 4951 Lake Brook Drive, Glen Allen, VA 23060.

support of this Objection, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are Bankruptcy Code sections 105, 503, and 558, Bankruptcy Rule 3007 and Local Bankruptcy Rule 3007-1.

BACKGROUND

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

6. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors remaining stores. As of March 8, 2009, the going out of business sales at the Debtors' remaining stores had been completed.

7. On September 29, 2009, the Debtors and the Creditors Committee filed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims (the "Plan"). The associated disclosure statement (the "Disclosure Statement") was approved on September 24, 2009, and confirmation on the Plan is currently scheduled for November 23, 2009.

8. Generally, the Plan provides for the liquidation of the Debtors under chapter 11 of the Bankruptcy Code.

OBJECTION AND RELIEF REQUESTED

9. Subject to the reservation of rights set forth herein, by this Objection, the Debtors seek entry of

an order (i) authorizing the Debtors to setoff the Receivables against the Claimants' (as defined herein) 503(b) Administrative Expenses (as defined herein), if any, and against the Claimants' 503(b)(9) Claims (as defined herein), if any, and (ii) waive the requirement that the initial hearing on any response to this Objection proceed as a status conference. Instead, the Debtors request that this Court hear argument on and resolve the legal issues presented by this Objection (and any response thereto) and reserve any factual disputes for a subsequent hearing after appropriate discovery.

10. To assist the Claimants with identifying whether they are subject to this Objection, the Debtors have included an alphabetical listing of all Claimants whose Administrative Expenses are subject to this Objection, with a cross-reference by claim number, as Exhibit B.

BASIS FOR RELIEF

11. As set forth on Exhibit C, each claimant identified thereon (collectively, the "Claimants") has filed a request for payment under Bankruptcy Code sections 503(b)(1) through 503(b)(8) (collectively, the "503(b) Administrative Expenses") and/or a claim under Bankruptcy

Code section 503(b)(9) (collectively, the "503(9) Claims" and together with the 503(b) Administrative Expenses, the "Administrative Expenses") against Circuit City's bankruptcy estate. These Administrative Expenses are identified on Exhibit C in columns labeled "503(b) Administrative Expense" and "503(b)(9) Claim", respectively.

12. As part of the ordinary course of Circuit City's business with the Claimants, Circuit City became entitled to certain amounts, including receivables, charge-backs, returns, and other amounts (collectively, the "Receivables"), which are currently due and owing to Circuit City by the Claimants. The Receivables are identified under the heading "Total Receivables" on Exhibit C.²

13. Rather than collect the Receivables from the Claimants and thereafter pay the Claimants on account of

² In preparing this Objection, the Debtors conducted a preliminary analysis of transfers made by the Debtors to the Claimants during the ninety days prior to the Petition Date. Based on this preliminary analysis, it does not appear that any of the Claimants were the recipients of transfers that are avoidable under Bankruptcy Code section 547. Moreover, the Debtors have not completed their review of amounts that may be avoidable under Bankruptcy Code section 553(b). Nothing herein shall be deemed to be or construed as a waiver of the Debtors' right to seek to avoid any transfers under 547, 553 or any other section of the Bankruptcy Code or applicable law.

the allowed amount of their Administrative Expenses, Circuit City seeks to setoff the Receivables against the Administrative Expenses. After setoff, the remaining amounts of the Administrative Expenses, if any, are identified on Exhibit C in columns labeled "503(b) Administrative Expense" and "503(b)(9) Claim", respectively, under the heading "Modified Amount". Similarly, any Receivable that remains is identified on Exhibit C in column "Remaining Receivables".

APPLICABLE AUTHORITY

14. Under Bankruptcy Code section 558, all of the debtor's personal defenses, including setoff, are preserved. In that regard, Bankruptcy Code section 558 provides:

The estate shall have the benefit of any defense available to the debtor as against any entity other than the estate, including statutes of limitation, statutes of frauds, usury, and other personal defenses. A waiver of any such defense by the debtor after the commencement of the case does not bind the estate.

11 U.S.C. § 558. A debtor's right to effectuate setoffs is among the offset rights preserved. See In re TSLC I, Inc., 332 B.R. 476, 478 (Bankr. M.D. Fla. 2005) ("Courts have found that section 558 preserves to the debtor any pre-petition defenses a debtor may have, including any right to

setoff."); In re Westchester Structures, Inc., 181 B.R. 730, 739-40 (Bankr. S.D.N.Y. 1995) ("Section 558 of the Bankruptcy Code also preserves for the benefit of the estate any right to setoff the debtor may have."). Thus, to the extent applicable law permits setoff, such right is preserved by Bankruptcy Code section 558.

15. Virginia law recognizes a right of setoff. In re Ward, 210 B.R. 531, 536 (Bankr. E.D. Va. 1997) (citing Nat'l Bank & Trust Co. at Charlottesville v. Castle, 85 S.E.2d 228, 233 (Va. 1955)). Under Virginia law, the right of setoff permits mutual debts to be applied against one another. See Odessky v. Monterey Wine Co., 188 Va. 184, 189 (Va. 1948) ("It is generally held under statutes similar to Code, section 6144, that that which is the subject of set-off must be a liquidated demand, a debt against a debt."). To establish a right of setoff, the party seeking setoff must demonstrate that mutual debts are due and owing between the same parties. See Adams v. Central Fidelity Bank, N.A., 1983 WL 210343, *2 (Va. Cir. Ct. 1983) ("The general rule is that in order to warrant a setoff the debts have to be mutual -- that is they have to be owing between the same parties, and this is true in law and in equity.").

16. Here, the Receivables and the Administrative Expenses were the result of transactions between Circuit City and the Claimants. Moreover, each Receivable is a debt owed by each Claimant to Circuit City. Likewise, each Administrative Expense is an alleged debt owed by Circuit City to each Claimant. Consequently, under Virginia law, Circuit City has established a valid setoff right.

17. Because Circuit City may setoff under Virginia law, the overwhelming weight of authority supports the conclusion that a debtor in bankruptcy is not limited to setting off pre-petition claims against pre-petition receivables or post-petition claims against post-petition receivables. See, e.g., ABC-NACO, 294 B.R. at 838 ("almost all of the reported decisions addressing the issue have held (1) that, generally, claims asserted by a debtor under the Bankruptcy Code are not subject to the limitations applicable to a creditor's right to a bankruptcy setoff or recoupment, and (2) that, specifically, a debtor's counterclaim against a creditor does not require mutuality in the sense of both claims arising prepetition"). Rather, under the Bankruptcy Code, a debtor may setoff its pre- and/or post-petition receivables against a creditor's pre- and/or post-petition claims. PSA, 277 B.R. at 53 ("Courts

have held that § 558 preserves any right of setoff the debtors may have under state law, including the right to setoff debtor's prepetition claims against administrative expense claims."); Women First Healthcare, 345 B.R. at 134 ("Courts have concluded that [under section 558] a debtor may set off pre-petition claims against post-petition obligations it owes.").

18. In this regard, as one court recently held, the debtor may offset pre-petition receivables against 503(b)(9) administrative expenses. See Brown & Cole Stores, LLC v. Assoc. Grocers, Inc. (In re Brown & Cole Stores, LLC), 375 B.R. 873, 879 (9th Cir. B.A.P. 2007) (holding that the right of setoff applies to 503(b)(9) claims such that a debtor may offset its pre-petition contract claims against a creditor's administrative expense claims under section 503(b)(9)). And, as another court recently held, a bankruptcy court has the discretion to restrict setoff solely to priority claims, even if the creditor also holds an unsecured claim. See also United States Internal Revenue Serv. v. Martinez (In re Martinez), 2007 U.S. Dist. LEXIS 6163 (M.D. Pa. Jan. 29, 2007) (holding that the bankruptcy court had discretion to restrict setoff solely to priority claims where creditor

also held a general unsecured claim against the debtor). Such relief is consistent with this Court's equitable powers; see also 11 U.S.C. § 105 ("The Court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [title 11]."); see In re A. H. Robins Co., Inc., 1998 WL 637401, *5 n.7 (4th Cir. 1998) ("Congress expressly recognized -- and endorsed -- the full use of the courts' equitable powers to effect the provisions of the Bankruptcy Code.").

19. For the foregoing reasons, Circuit City should be authorized to setoff the Receivables against the Administrative Expenses.

WAIVER OF STATUS CONFERENCE

20. Pursuant to the Order Establishing Omnibus Objection Procedures and Approving the Form and Manner of Notice of Omnibus Objections entered on April 1, 2009, (the "Omnibus Objection Procedures Order") (Docket No. 2881), to the extent any Claimant timely files and properly serves a response to this Objection by November 4, 2009 at 4:00 p.m. (ET), this Court would hold a status conference at the first hearing. The Debtors respectfully request that this Court waive this requirement on a limited basis to permit the first hearing on this Objection -- the hearing on

November 12, 2009 -- to proceed with oral argument on the legal issues presented in this Objection and any response. After the Court resolves the legal issues presented and to the extent any facts are in dispute, the Debtors and any responding Claimant could thereafter engage in discovery and schedule an evidentiary hearing, if necessary, at the Court's convenience.

RESERVATION OF RIGHTS

21. At this time, the Debtors have not completed their review of the validity of all claims filed against their estates, including the Administrative Expenses. Accordingly, the Administrative Expenses may be the subject of additional subsequently filed objections. To that end, the Debtors reserve the right to further object to any and all claims, whether or not the subject of this Objection, for allowance, voting, and/or distribution purposes, and on any other grounds applicable law permits. In addition, to the extent (i) any Receivable remains after setoff, the Debtors reserve the right to obtain payment of such Receivable or offset the Receivable against other claims and (ii) the Debtors later determine that any Administrative Expense was overstated, the Debtors reserve the right to obtain payment of the amount of the Receivable

setoff against the overstated amount of the Administrative Expenses.

22. Finally, the Debtors reserve the right to modify, supplement and/or amend this Objection as it pertains to any Claim or Claimant herein.

NOTICE AND PROCEDURE

23. Notice of this Objection has been provided to the Claimants and to other parties-in-interest in accordance with the Court's Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management and Administrative Procedures (Docket No. 130) (the "Case Management Order").

24. Furthermore, the Debtors submit that the following methods of service upon the Claimants should be deemed by the Court to constitute due and sufficient service of this Objection: (a) service in accordance with Bankruptcy Rules 3007, 7004, and 9006; (b) to the extent counsel for a Claimant is not known to the Debtors, by first class mail, postage prepaid, on the signatory of the Claimant's proof of claim form or other representative identified in the proof of claim form or any attachment thereto at least 30 days before the hearing date; or (c) by

first class mail, postage prepaid, on any counsel that has appeared on the Claimant's behalf in the Debtors' bankruptcy cases at least 30 days before the hearing date. The Debtors are serving the Claimant with this Objection and the Exhibit(s) on which the Claimant's claim is listed.

25. To the extent any Claimant fails to timely file and properly serve a response to this Objection on or before November 4, 2009 at 4:00 p.m. (ET) as required by the Case Management Order and applicable law, the Debtors request that the Court enter an order, substantially in the form attached hereto as Exhibit A, setting off the Receivables against such Claimants' Administrative Expenses.

**COMPLIANCE WITH BANKRUPTCY RULE 3007 AND
THE OMNIBUS OBJECTION PROCEDURES ORDER**

26. To the extent a waiver is not requested herein, this Objection complies with Bankruptcy Rule 3007(e) as modified by, and in accordance with, the Omnibus Objection Procedures Order.

WAIVER OF MEMORANDUM OF LAW

27. Pursuant to Local Bankruptcy Rule 9013-1(G), the Debtors request that the requirement that all motions be accompanied by a written memorandum of law be waived.

NO PRIOR RELIEF

28. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors request the Court to enter the Order sustaining this Objection and granting such other and further relief as the Court deems appropriate.

Dated: Richmond, Virginia
October 13, 2009

MCGUIREWOODS LLP

/s/ Douglas M. Foley
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Douglas M. Foley (VSB
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Counsel for Debtors and
Debtors in Possession

EXHIBIT A

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER SUSTAINING DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO
CERTAIN ADMINISTRATIVE EXPENSES AND 503(b)(9) CLAIMS AND
MOTION FOR (I) AUTHORITY TO SETOFF AGAINST SUCH EXPENSES
AND CLAIMS AND (II) A WAIVER OF THE REQUIREMENT THAT THE
FIRST HEARING ON ANY RESPONSE PROCEED AS A STATUS
CONFERENCE**

THIS MATTER having come before the Court on the
Debtors' Forty-Ninth Omnibus Objection To Certain
Administrative Expenses And 503(B)(9) Claims And Motion For
(I) Authority To Setoff Against Such Expenses And Claims
And (Ii) A Waiver Of The Requirement That The First Hearing
On Any Response Proceed As A Status Conference (the

"Objection"),³ which requested, among other things, that the claims identified on Exhibit C attached to the Objection be reduced as identified on Exhibit C for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED.
2. The Debtors' are authorized to exercise their setoff rights in order to offset Circuit City's Receivables against each of the Administrative Expenses identified on Exhibit C attached hereto in the manner provided therein.
3. The 503(b) Administrative Expenses set forth on Exhibit C are reduced as provided in Exhibit C.
4. The 503(b)(9) Claims set forth on Exhibit C are reduced as provided in Exhibit C.
5. The Debtors' rights to amend, modify, or supplement the Objection, to file additional objections to the Administrative Expenses listed on Exhibit C or any other claims that have been or may be asserted against the Debtors, and to seek reduction of any claim to the extent such Claim has been paid, are preserved.
6. In the event the Debtors determine that any Administrative Expense set forth on Exhibit C is overstated, the Debtors' rights to obtain payment of the amount of the Receivable offset against the overstated amount of the Claim are preserved.
7. The Debtors' rights to seek to avoid any transfers under 11 U.S.C. §§ 547, 553 or any other section

of the Bankruptcy Code or applicable law with respect to the Claimants are preserved.

8. To the extent any Claimant timely files and properly serves a response to this Objection by November 4, 2009, the requirement that this Court hold a status conference at the first hearing, as set forth in the Omnibus Objection Procedures Order, is hereby waived.

9. To the extent any Receivable remains after the offsets contemplated by the Objection are effectuated, the Debtors' rights to obtain payment of any remaining Receivable, or offset the Receivable against other claims filed by the Claimants, are preserved.

10. This Court retains jurisdiction to hear and determine all matters arising from or related to the interpretation or implementation of this Order.

Dated: Richmond, Virginia
November ____, 2009

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
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One James Center
901 E. Cary Street
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(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

In re: Circuit City Stores, Inc, et al.
Case No. 08-35653 (KRH)

Debtors' Forty-Ninth Omnibus Objection to Certain Administrative Expenses and 503(b)(9) Claims

Exhibit B - Claimants and Related Claims Subject To Forty-Ninth Omnibus Objection to Claims

Claim Holder	Claim	Exhibit
HEWLETT PACKARD COMPANY	1076	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
HEWLETT PACKARD COMPANY	13822	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
KOREA EXPORT INSURANCE CORPORATION	14446	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
STILLWATER DESIGNS AND AUDIO INC	780	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT LP	84	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT LP	85	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT LP	86	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT LP	87	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT LP	88	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT, LP	109	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT, LP	110	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT, LP	112	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT, LP	113	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT, LP	115	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS
VONWIN CAPITAL MANAGEMENT, LP	116	EXHIBIT C - DEBTORS' FORTY-NINTH OMNIBUS OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND 503(B)(9) CLAIMS

In re: Circuit City Stores, Inc, et al.

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Case No. 08-35653-KRH

Debtors Forty-Ninth Omnibus Objection to Claims
Objection to Certain Administrative Expenses and 503(b)(9) Claims

EXHIBIT C

503(b) ADMINISTRATIVE EXPENSE CREDITOR'S NAME AND ADDRESS	503(b) ADMINISTRATIVE EXPENSE	503(b)(9) CREDITOR'S NAME AND ADDRESS	503(b)(9) CLAIM	REMAINING RECEIVABLES
Claim Number: 13822 Date Filed: 6/29/2009 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) HEWLETT PACKARD COMPANY DERRICK HANSEN FRIEDMAN DUMAS & SPRINGWATER LLP 150 SPEAR ST STE 1600 SAN FRANCISCO, CA 94105	Docketed Amount*: \$154,497.90 Total Receivables: \$58,257,554.88 Modified Amount: \$0.00	Claim Number: 1076 Date Filed: 12/19/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) HEWLETT PACKARD COMPANY C O FRIEDMAN DUMAS & SPRINGWATER LLP 150 SPEAR ST STE 1600 SAN FRANCISCO, CA 94105	Docketed Amount*: \$33,065,626.36 Total Receivables: \$58,103,056.98 Modified Amount: \$0.00	\$25,037,430.62
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A KOREA EXPORT INSURANCE CORPORATION ATTN FREDRICK J LEVY ESQ OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP PARK AVE TOWER 65 E 55TH ST NEW YORK, NY 10022	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 14446 Date Filed: 07/08/2009 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) KOREA EXPORT INSURANCE CORPORATION ATTN FREDRICK J LEVY ESQ OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP PARK AVE TOWER 65 E 55TH ST NEW YORK, NY 10022	Docketed Amount*: \$7,714,224.00 Total Receivables: \$380,345.00 Modified Amount: \$7,333,879.00	\$0.00

* Claims filed, adjourned or ordered on prior omnibus
objections are reflected at the modified amount

In re: Circuit City Stores, Inc, et al.

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Case No. 08-35653-KRH

Debtors Forty-Ninth Omnibus Objection to Claims
Objection to Certain Administrative Expenses and 503(b)(9) Claims

EXHIBIT C

503(b) ADMINISTRATIVE EXPENSE CREDITOR'S NAME AND ADDRESS	503(b)ADMINISTRATIVE EXPENSE	503(b)(9) CREDITOR'S NAME AND ADDRESS	503(b)(9) CLAIM	REMAINING RECEIVABLES
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A STILLWATER DESIGNS AND AUDIO INC C O PAUL S BLILEY JR ATTORNEY PO BOX 1320 RICHMOND, VA 23218	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 780 Date Filed: 12/10/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) STILLWATER DESIGNS AND AUDIO INC C O PAUL S BLILEY JR ATTORNEY PO BOX 1320 RICHMOND, VA 23218	Docketed Amount*: \$561,829.00 Total Receivables: \$248,481.52 Modified Amount: \$313,347.48	\$0.00
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 87 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$5,670.00 Total Receivables: \$112,687.16 Modified Amount: \$0.00	\$107,017.16

* Claims filed, adjourned or ordered on prior omnibus
objections are reflected at the modified amount

In re: Circuit City Stores, Inc, et al.

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Case No. 08-35653-KRH

Debtors Forty-Ninth Omnibus Objection to Claims
Objection to Certain Administrative Expenses and 503(b)(9) Claims

EXHIBIT C

503(b) ADMINISTRATIVE EXPENSE CREDITOR'S NAME AND ADDRESS	503(b)ADMINISTRATIVE EXPENSE	503(b)(9) CREDITOR'S NAME AND ADDRESS	503(b)(9) CLAIM	REMAINING RECEIVABLES
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 88 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$720.00 Total Receivables: \$107,017.16 Modified Amount: \$0.00	\$106,297.16
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 115 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$2,115.00 Total Receivables: \$106,297.16 Modified Amount: \$0.00	\$104,182.16

* Claims filed, adjourned or ordered on prior omnibus
objections are reflected at the modified amount

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Debtors Forty-Ninth Omnibus Objection to Claims
Objection to Certain Administrative Expenses and 503(b)(9) Claims

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503(b) ADMINISTRATIVE EXPENSE CREDITOR'S NAME AND ADDRESS	503(b)ADMINISTRATIVE EXPENSE	503(b)(9) CREDITOR'S NAME AND ADDRESS	503(b)(9) CLAIM	REMAINING RECEIVABLES
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 113 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$16,912.50 Total Receivables: \$104,182.16 Modified Amount: \$0.00	\$87,269.66
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 112 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$9,982.50 Total Receivables: \$87,269.66 Modified Amount: \$0.00	\$77,287.16

* Claims filed, adjourned or ordered on prior omnibus
objections are reflected at the modified amount

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Debtors Forty-Ninth Omnibus Objection to Claims
Objection to Certain Administrative Expenses and 503(b)(9) Claims

EXHIBIT C

503(b) ADMINISTRATIVE EXPENSE CREDITOR'S NAME AND ADDRESS	503(b)ADMINISTRATIVE EXPENSE	503(b)(9) CREDITOR'S NAME AND ADDRESS	503(b)(9) CLAIM	REMAINING RECEIVABLES
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 85 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$41,085.00 Total Receivables: \$77,287.16 Modified Amount: \$0.00	\$36,202.16
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 110 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$11,092.50 Total Receivables: \$36,202.16 Modified Amount: \$0.00	\$25,109.66

* Claims filed, adjourned or ordered on prior omnibus
objections are reflected at the modified amount

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Debtors Forty-Ninth Omnibus Objection to Claims
Objection to Certain Administrative Expenses and 503(b)(9) Claims

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503(b) ADMINISTRATIVE EXPENSE CREDITOR'S NAME AND ADDRESS	503(b)ADMINISTRATIVE EXPENSE	503(b)(9) CREDITOR'S NAME AND ADDRESS	503(b)(9) CLAIM	REMAINING RECEIVABLES
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 84 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$16,820.00 Total Receivables: \$25,109.66 Modified Amount: \$0.00	 \$8,289.66
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 86 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$1,035.00 Total Receivables: \$8,289.66 Modified Amount: \$0.00	 \$7,254.66

* Claims filed, adjourned or ordered on prior omnibus
objections are reflected at the modified amount

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Debtors Forty-Ninth Omnibus Objection to Claims
Objection to Certain Administrative Expenses and 503(b)(9) Claims

EXHIBIT C

503(b) ADMINISTRATIVE EXPENSE CREDITOR'S NAME AND ADDRESS	503(b)ADMINISTRATIVE EXPENSE	503(b)(9) CREDITOR'S NAME AND ADDRESS	503(b)(9) CLAIM	REMAINING RECEIVABLES
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 109 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$405.00 Total Receivables: \$7,254.66 Modified Amount: \$0.00	\$6,849.66
Claim Number: N/A Date Filed: N/A Docketed Debtor: N/A VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: N/A Total Receivables: N/A Modified Amount: N/A	Claim Number: 116 Date Filed: 11/24/2008 Docketed Debtor: CIRCUIT CITY STORES, INC. (08-35653) VONWIN CAPITAL MANAGEMENT, LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016	Docketed Amount*: \$6,105.00 Total Receivables: \$6,849.66 Modified Amount: \$0.00	\$744.66

Total Docketed Amount: \$154,497.90
Total Modified Amount: \$0.00

Total Docketed Amount: \$41,453,621.86
Total Modified Amount: \$7,647,226.48

* Claims filed, adjourned or ordered on prior omnibus
objections are reflected at the modified amount